

**Proposal to The City of Rockville
for Federal and State Lobbying Services**

June 2009

Holland & Knight

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Proposal to The City of Rockville
for Federal and State Lobbying Services
for Fiscal Year 2010
(July 1, 2009 – June 30, 2010)

Qualifications of Professionals
Assigned to Contract

June 2009

Public Policy Services
An Integrated Offering

Policy Development
Government Affairs
Media Relations

Holland & Knight

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June 12, 2009

Mr. Scott Ullery
City Manager
City of Rockville
111 Maryland Avenue
Rockville, Maryland 20850-2364

Re: Request For Proposal For Federal Advocacy/lobbying Services

Dear Mr. Ullery:

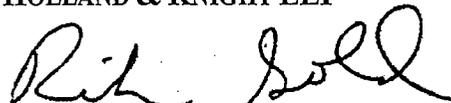
The law firm of Holland & Knight LLP ("H&K") is pleased to submit our proposal to provide federal and state advocacy consulting services to promote the City of Rockville's ("City") vision and policy goals before Congress and the executive branch in Washington, D.C. The client service team we have handpicked for you will provide outstanding and knowledgeable legislative support through H&K's Washington, D.C., office. I will serve as the Engagement Manager and the Rockville's day-to-day point of contact.

H&K has years of experience assisting local government clients in their legislative efforts and with their regulatory requirements. Our record of success and our team define us. We are proud to report that:

- Former Congressman Gerry Sikorski (D-MN), head of Holland & Knight's Government Section and myself, head of the firm's Public Policy and Regulation Practice Group, were recognized by *The Hill* newspaper as two of Washington, D.C.'s top lobbyists (May 2009);
- *Influence* magazine ranked Holland & Knight 7th in "The Influence 50" list of the U.S. law firms and lobby shops (March 2009); and
- *National Journal* ranked Holland & Knight 11th among the top lobbying firms (April 2008).

Please do not hesitate to contact me directly with questions or comments regarding this proposal. Holland & Knight LLP considers it a privilege to represent the City of Rockville.

Very truly yours,
HOLLAND & KNIGHT LLP



Richard Gold, Partner

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Disclaimer: The information provided in this handout is general information and not designed to be and should not be relied on as your sole source of information when analyzing and resolving a specific legal issue. Each fact situation is different; the laws are constantly changing. If you have specific questions regarding a particular fact situation, we urge you to consult with legal counsel.

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SECTION 1. UNDERSTANDING THE CITY'S REQUIREMENTS

Through our current representation, you know that Holland & Knight LLP offers the City of Rockville the services of one of the top lobbying operations in Washington, D.C. and Annapolis, Maryland, with an impressive track record of achievements in legislative matters, infrastructure, transportation, water, sewer, recreation and parks, police, planning and zoning, community development and community service matters. The Holland & Knight team provides the City the ability to reach key decision-makers on both sides of the aisle in the Maryland General Assembly, the United States House and United States Senate, as well as the Obama Administration.

- **The H&K Team would be comprised of a core group of veteran advocates with the experience, contacts and access that Rockville needs to be successful.** The group includes one former Member of Congress, a former Vice President of Government Affairs for the Maryland Chamber of Commerce, a former advisor to the EPA Administrator, a former Senior Advisor at the White House Council on Environmental Quality, a former Deputy Assistant to the President for Intergovernmental Affairs and several former congressional staff Members with significant appropriations experience.
- **The extensive experience of the H&K Team in the state and federal legislative, budget and appropriations processes has produced significant dividends for our clients.** Since 2000, the Holland & Knight Appropriations Team has secured over \$1,000,000,000 in federal appropriated funds on behalf of a range of public sector, non-profit and corporate clients, as well as, state funding and legislative actions in Maryland.
- **The H&K Team understands local public entity issues.** In the previous appropriations cycles, Holland & Knight has represented over 30 local public entities and tribes on a number of federal issues similar to those outlined by the City of Rockville. At the state level, Holland & Knight expanded into Maryland in March 2001 with the addition of attorneys from Wilkes Artis and its Bethesda office. The legacy of Wilkes Artis continues in the representation of real estate, associations, public entities, transportation and development interests, as well as continued civic and political involvement in Maryland. Our team understands the significant opportunities the Maryland General Assembly and executive branch provides for local governments to protect and/or enhance their capital improvement and infrastructure development projects. The knowledge and experience of the Holland & Knight government relations team enables our clients to utilize the experience and relationships developed by us during more than 20 years in Annapolis.

The H&K Team has the qualifications to work with the City to identify state and federal funding opportunities, legislative objectives and policy priorities, and to develop a refined and comprehensive plan that assists your government affairs and technical staff in securing state and federal dollars that will advance the priorities of Rockville.

Proven Track Record of Success for Rockville

Since 2002, a total of **\$17,587,000** has been directed to the City of Rockville through the federal appropriations process, the federal transportation reauthorization process, and through state directed funding.

Federal Funding

FY10 (pending)

- \$750,000 for Sanitary Sewer Rehabilitation Project
- \$650,000 for the Police Station Renovation Project
- \$100,000 for the Police Technology Upgrade Project

FY09

- \$325,000 for police technology upgrades
- \$500,000 for the Rockville Sanitary Sewer Rehabilitation Project

SAFETEA-LU

- \$4,000,000 for the Maryland Avenue and Market Street Intermodal Access Project

FY07 (not enacted)

- \$500,000 for the "Stonestreet Avenue Corridor-Park Road, Rockville, MD" project

FY05

- \$700,000 for the City of Rockville, MD, COPS Technology Grant;
- \$1,000,000 for the Rockville Town Center transit project, Maryland

FY04

- \$100,000 for the City of Rockville, MD, for law enforcement technologies;
- \$75,000 to the City of Rockville, Maryland for construction of a park at King Mill

FY03

- \$1,500,000 for the Rockville, Maryland Police Department to upgrade communications, records management, and emergency services systems
- \$150,000 Rockville, Maryland for pedestrian access
- \$162,000 to the City of Rockville, Maryland for sidewalk, pedestrian amenities, lighting, and beautification improvements for the Rockville Town Center Redevelopment Project
- \$1,125,000 to the City of Rockville for its Stormwater Management Improvement Project

State Funding

FY09

- \$100,000 bond bill for conversion of Old Post Office

FY07

- \$1,500,000 Rockville Town Center
- \$100,000 bond bill for expansion of Senior Center

FY06

- \$1,500,000 in capitol bond allocation for Rockville Town Center
- \$250,000 bond bill for Thomas Farm Recreation Center

FY05

- \$1,500,000 Rockville Town Center

FY03

- \$ 1,000,000 Rockville Town Center

SECTION 2. BACKGROUND AND EXPERIENCE

A. Firm Qualifications Relevant to the Scope of Services

Holland & Knight LLP is among the largest law firms in the world with more than 1,050 lawyers who practice in over 100 areas of law. The firm's United States offices are in California, Florida, Georgia, Illinois, Maryland, Massachusetts, New York, Oregon, Virginia and Washington, D.C. Internationally, the firm's offices are in Mexico City, Beijing and Abu Dhabi, with representative offices in Caracas and Tel Aviv.

Holland & Knight ("H&K") offers the City of Rockville the ideal combination of lawyers and lobbyists with a comprehensive understanding of state and federal policy and regulatory processes. The combined experience of the team allows our clients to have the legal advice necessary in various complex policy areas combined with access to key decision-makers from both parties.

Our Public Policy & Regulation Group takes the lead on public advocacy projects on behalf of our clients, but we also fully utilize all resources within H&K to ensure seasoned, creative and timely service to our clients. This interdisciplinary approach provides our clients with a full analysis of the legal, political, regulatory, business and media components that surround the public and private issues of importance to them. We also have the knowledge of precisely how, where and when to intervene to achieve desired results.

Of equal value, the H&K team includes individuals who have substantial leadership and legal experience with key federal agencies and Congress. This experience coupled with our contacts with Department of Defense ("DoD"), Environmental Protection Agency ("EPA"), Department of Justice ("DOJ"), Department of Labor (DOL), Department of Homeland Security (DHS), Department of Transportation ("DOT"), and Department of Housing and Urban Development ("HUD") officials at the highest levels may prove vital if, for instance, Congress appropriates additional funding for transportation infrastructure projects without specifying how those funds are to be distributed and according to what schedule. In such a scenario, the linchpin to success will be our reliance on well-established relationships with the relevant decision-makers at DOT to achieve the City of Rockville's goals, and our knowledge of the underlying legal and policy infrastructure in each of the departments.

At the state level, our attorneys have excellent relationships with the Budget and Taxation Committee, as well as the Education, Health and Environmental Affairs Committee, Judicial Proceedings Committee and Finance Committee in the Senate. In the House, we have excellent relationships with the Appropriations Committee; Economic Matters Committee; Environmental Matters Committee, Health and Government Operations, Judiciary and the Ways and Means Committee. In addition, our attorneys have professional relationships with the Maryland Department of Transportation and other executive branch officials.

Using our existing relationships and our substantive experience regarding Rockville's needs, we are prepared to perform the following tasks for the City:

- assist Rockville in its formulation and consideration of a policy agenda;
- identify funding opportunities for the city and guide the city through the state and federal appropriations cycles;
- meet with officials from the state and federal governments to represent Rockville's interest;
- assist the city's staff and elected officials with logistics of providing testimony and arranging appointments with state and federal officials;
- respond to inquiries by city staff about the status of pending legislation and program funding sources;
- proactively recommend courses of action to promote city interests and further the city's legislative goals;
- provide written reports to the City upon request describing current activities or the status of Rockville's initiatives;
- provide a flexible level of presence and support, depending on the depth or scope of the City's legislative priorities at any given time; and
- provide information on new trends or innovations in the field of lobbying that can bring additional benefits to the City of Rockville.

B. Qualifications of Professionals Assigned to the Contract & Breakdown of Activities to be Performed

To ensure that the resources of Holland & Knight are fully engaged and integrated in continued support of the City of Rockville, a senior core management team will govern this representation as follows (*please note: The team named below shall remain assigned to the representation of Rockville throughout the period of the contract, unless a change is approved by the City*):

Primary Professionals

- Leader of the firm's Public Policy and Regulation Practice Group in Washington, D.C., **Rich Gold** will personally oversee the direction of the representation on the federal level and will facilitate access within key committees and federal agencies, including issues pending before DOE and EPA. **Michael Galano** will assist on the federal level. We estimate that that Rich and Michael's efforts will comprise approximately **50%** of this representation.
- **Barbara Wilkins** will be responsible for all legislative and appropriation strategies before the Maryland General Assembly and state agencies. We estimate that Barbara's efforts will comprise approximately **30%** of this representation.

Supporting Professionals

From time to time, it is necessary to draw upon the expertise and relationships of other Holland & Knight professionals. We estimate that these federal advocates will comprise approximately 20% of this representation. Professionals will include:

- **Beth Viola** will take the lead on all technical matters involving environmental quality issues at the federal level. Beth will also be responsible for all media related support as required by the City. Her role will include earned media strategy and press contacts, providing information on background to reporters, and drafting press releases and opinion-editorials for placement in Washington-area outlets and other major U.S. news markets.
- **Lynn Cutler** will serve as liaison to the U.S. Conference of Mayors on behalf of the City.
- Former U.S. Representative, **Gerry Sikorski** will provide strategic counsel and access to key members of the Congress and the Administration.
- **David Whitestone** will serve as liaison for the U.S. House Appropriations Committee.

Reporting Structure and Schedule

As noted, Rich Gold will manage the day-to-day support to the City of Rockville on behalf of Holland & Knight. Mr. Gold will serve as principal point of contact for the City at the staff level and will be responsible for providing all written and oral communications according to the schedule set forth by the City.

H&K has excellent relationships with:

- the Maryland congressional delegation including Senators Cardin and Mikulski and Representatives VanHollen, Edwards, Hoyer, Bartlett and Cummings;
- the Rockville and Montgomery County State leadership, as well as key players in the Maryland Legislature and Executive Branch, to include the Governor, LT. Governor, Cabinet Secretaries, the Senate President and Speaker of the House;
- the Energy and Natural Resources, Environment and Public Works, Commerce, Science and Transportation and Appropriations Committees in the Senate;
- the Energy and Commerce, Financial Services, Transportation and Infrastructure and Appropriations Committees in the House;
- senior level White House officials dealing with environmental, water, sewer transportation, public safety and community/ economic development issues as well as key officials in the executive branch departments.

Following are complete biographies of each team member.

Leadership for Rockville Issues



Richard M. Gold

Partner

**Former Staff Member of EPA Administrator
Appropriation And Environmental Liaison**

Richard M. Gold practices in the areas of legislative and environmental law, emphasizing strategy development, lobbying, legislative and regulatory counseling, and creative solutions to corporate, non-profit, and governmental issues at the federal level. He is the leader of Holland & Knight's Public Policy & Regulation Practice Group, which has been ranked among the top 10 law and lobby firms in Washington, D.C. by *Influence* magazine the last several years.

Mr. Gold joined Holland & Knight in 1994 after eight years of government service, culminating in stints with Senator Lloyd Bentsen and EPA Administrator Carol Browner. Mr. Gold's practice at Holland & Knight has focused on federal budget and appropriations funding and policy advocacy and legislative and regulatory counseling and consulting in a wide range of substantive fields from environment to food safety, transportation to energy efficiency and production.

On the appropriations front, Mr. Gold leads the firm's Federal Appropriations Team, which has been successful in achieving federal funding for a wide variety of projects including research on biotechnology, energy and related fields, clean up and redevelopment of brownfields, road and transit projects, and stormwater and drinking water projects. He has worked for corporations to achieve policy changes, corporate competitive advantage and research funds in the annual budget process. He is intimately familiar with the appropriations process, the Members of Congress involved, and the key staff. Since 2000, Mr. Gold and the Holland & Knight Appropriations Team have been successful in achieving federal funding in excess of \$3.4 billion for Holland & Knight clients.

Mr. Gold has achieved success in a broad range of legislation ranging from Clean Air Act, Superfund, brownfields and Water Resource Development Act issues in the environmental arena to chemical security, outer continental shelf exploration, and transit and transportation authorizations. His environmental and energy expertise have him heavily involved in the current debate over climate change in Congress working on new technologies related to carbon capture and sequestration as well as the elements of cap and trade policy.

On the administrative front, Mr. Gold has worked with Fortune 500 companies and trade associations, small businesses and local governments on regulatory matters before the United States Environmental Protection Agency (EPA), the United States Department of the Interior, the United States Department of Agriculture, the United States Army Corps of Engineers, the U.S. Department of Energy, and the White House. Most recently, Mr. Gold has worked on federal legislation as well as regulations providing for the security of chemical facilities by the Department of Homeland Security. His experience at EPA with Clean Air Act rulemakings encompasses all of the agency's recent rules on gasoline and diesel as well as its various rules regulating emissions of volatile organic compounds from paints and coatings. Finally, he has

negotiated two voluntary programs on chemical testing on behalf of the chemical industry with EPA and various non-governmental organizations.

Mr. Gold earned his B.S. in business administration in 1985 from the University of Vermont, and his J.D., with honors, in 1988 from The George Washington University Law School.



Michael Galano
Associate – Washington, D.C.

Michael Galano focuses on federal public law and the federal appropriations process.

On the appropriations front, Mr. Galano counsels local and tribal governments, non-profit organizations, trade associations, and corporations on how to achieve favorable funding and policy results through the federal appropriations process. Mr. Galano has been successful in achieving federal funding for a wide variety of projects ranging from road projects in SAFETEA-LU, to police technology upgrades, to stormwater and water projects. Mr. Galano has contributed articles to numerous publications on various topics including water rights law, local-state-federal intergovernmental relations and procurement opportunities with the federal government.

Prior to entering private practice, Mr. Galano served as a legislative aide to former United States Congressman Dick Zimmer (R-NJ). In this capacity, he was the Congressman's advisor on issues involving the environment, energy, transportation, crime, defense, appropriations, and matters before the Ways & Means Committee. Mr. Galano has also worked on the campaigns for candidates for the United States House of Representatives and the United States Senate.

Mr. Galano received a B.A. in Political Science and minor in Criminal Justice from American University. He received a J.D. from American University's Washington College of Law.



Barbara Wilkins
Senior Counsel
Former Vice President of Government Affairs for
the Maryland Chamber of Commerce
Maryland General Assembly and State Agency Liaison

Barbara J. Wilkins focuses on state legislative and regulatory matters. She represents clients before the Maryland General Assembly and other governmental entities. Her representation has included assisting companies with highway access issues, contracting opportunities, procurement-related concerns and funding for surface transportation infrastructure.

Prior to entering private practice, Ms. Wilkins was vice president of government affairs for the Maryland Chamber of Commerce. In this capacity, she was responsible for all advocacy efforts in behalf of general business interests, including strategy development, legislative drafting and public spokesperson for matters concerning employment and labor issues.

Ms. Wilkins also served as the senior aide to the Maryland Senate Republican Leader.

Ms. Wilkins's represents and advises businesses and trade associations on legislative strategy, government contracting, economic development incentive funding opportunities, and compliance with state ethics and campaign finance laws. Ms. Wilkins's representation includes general advice, consultation, legislative drafting, testimony before legislative bodies, negotiations with government agencies, and all aspects of government relations.

Ms. Wilkins received her undergraduate degree in political science from Frostburg State University. and her law degree from the University of Baltimore School of Law.

Former Member of Congress



Gerry Sikorski
Partner
Former U.S. Representative

Gerry Sikorski serves as the firm's Government Section Leader and brings with him a wealth of government experience. He represented Minnesota in the U.S. House of Representatives for ten years, from 1983 to 1993. During this time, he served on the powerful Energy and Commerce Committee, with jurisdiction over telecommunications, finance, trade, consumer protection, health, environment, insurance, nuclear power, securities, utilities, and energy laws and the FCC, FTC, CFTC, FDA, SEC, CMS, IHS, ICC and FERC. The New York Times and The Washington Post have acknowledged Mr. Sikorski's experience on facets of the congressional process.

For 10 years, Mr. Sikorski served with Chairman Dingell on the Subcommittee on Oversight and Investigations, with a purview of all the Committee's subject matter jurisdiction, and served as Vice Chairman to Henry Waxman on the Health and Environment Subcommittee, where he was a leader on health reform and environmental issues. Mr. Sikorski was the author of the Community Right to Know law and the Acid Rain Control Act, and he was a primary sponsor of the 1990 Clean Air Act.

During his tenure in Congress, Mr. Sikorski served on the Post Office and Civil Service Committee, chairing the Civil Service Subcommittee. He was a member of the House Leadership serving as Whip-at-Large.

Prior to his time with the House, Mr. Sikorski served as a State Senator for six years, chairing committees with jurisdiction over Health, Welfare and Corrections appropriations and publicly regulated industries.

Mr. Sikorski has previously served as Chairman of the Holland & Knight Directors Committee, Chair of the firm's Public Law Department and has a black belt in Tae Kwon Do.

Congressman Sikorski graduated *summa cum laude* and, Phi Beta Kappa from the University of Minnesota in 1970. He earned his J.D. from the University of Minnesota Law School, where he graduated *magna cum laude*.



Lynn G. Cutler

**Senior Policy Advisor
Former Deputy Assistant to the President
U.S. Conference of Mayors Liaison**

Lynn G. Cutler focuses in the areas of public law and Indian issues. Ms. Cutler is experienced in state and local governmental issues, as well as Native American priorities.

Prior to joining Holland & Knight, Ms. Cutler served in the Clinton White House as Deputy Assistant to the president for Intergovernmental Affairs, where she had lead responsibility for the president for cities and counties, and as Senior Advisor to the White House Chief of Staff on Indian Country issues. Ms. Cutler has other career experience in local government as a county commissioner in Black Hawk County, IA for eight years.

She was Senior Vice-President of the Kamber Group, a Washington based public affairs group, where she focused on strategies and crisis management for clients.

In addition, Ms. Cutler has significant political experience, including service as an elected county official in Iowa, on the Board of Directors of the National Association of Counties. She also was a congressional candidate in 1980 and 1982 and served as Vice-Chair of the Democratic National Committee (DNC) for 12 years. Her work at the DNC included the portfolio for state and local elected officials and women's vote projects. She is currently on the finance committee for the re-election of Senator Dick Durbin. She also is currently on the national Finance Committee and Women's Committee, as well as the Chicago Committee for the campaign of Senator Hillary Clinton.

She has worked for many years in the women's rights community, and has been involved with several organizations and efforts that work on women's and children's issues both here and internationally.

She was a delegate to the Women's Conference at the United Nations in China in 1995. Her work in the women's community has also brought her awards. In recent years, Ms. Cutler has been given several honors by the Native American community.

Ms. Cutler received both her bachelor's and master's degrees in education from the University of Northern Iowa.



**Beth A. Viola
Managing Director - Strategic Communications Group
Former Vice President Gore's Chief Environmental Advisor
Public Relations and Environmental Liaison**

Beth A. Viola's practice areas include environmental consulting, appropriations work and public relations.

Prior to joining Holland & Knight, Ms. Viola served as a senior advisor to the White House Council on Environmental Quality. In this capacity, she served as a senior member of a team

responsible for advising the president and the vice president on environmental and energy issues. While in the White House, she concentrated on a number of policy issues including climate change, natural resources and smart growth. She served as the primary White House liaison on these issues to elected officials, industry, environmental, religious and labor leaders as well as the media. During the last year of her tenure, she was one of Vice President Gore's chief environmental advisors and served as a senior policy advisor to him during his presidential campaign.

Before joining the White House in 1994, Ms. Viola worked in government affairs for Matsushita Electric Corporation of America. She is also a former congressional staff member for U.S. Representatives John Edward Porter of Illinois and Claudine Schneider of Rhode Island.

Ms. Viola received a bachelor's in political science from Providence College in 1990, and attended the John F. Kennedy School of Government Program for senior managers in government in 1995.



David Whitestone
Partner – Washington, D.C.
Former Legislative Staff to U.S. Representative Frank Wolf House
Appropriations Liaison

David C. Whitestone practices in the area of appropriations, transportation and government relations emphasizing legislative counseling, strategy development, drafting and monitoring of federal, state and local government activities.

Prior to entering private practice, Mr. Whitestone served on the legislative staff of U.S. Rep. Frank R. Wolf, chairman of the House Appropriations subcommittee on Transportation. As the associate, Mr. Whitestone assisted the Chairman in developing the annual budget of the U.S. Department of Transportation including the FAA, FHWA, FTA, NTHSA, STB, NTSB, Amtrak and the Coast Guard and drafted bill and report language implementing national and local transportation strategies. Mr. Whitestone continues to practice in these areas on behalf of many of the nation's leading transportation industry entities.

In addition, Mr. Whitestone has assisted clients in advancing their goals by successfully navigating the federal budget. By leveraging his knowledge of the appropriations process and his contacts with key legislators and staff, Mr. Whitestone has developed a reputation as an effective advocate on matters before the Departments of Defense, Homeland Security, Commerce, Justice, Energy and Education.

Prior to his appropriations committee work, Mr. Whitestone also served as a press secretary where he gained a thorough understanding of television, radio, print and electronic media in large, medium and small markets.

Mr. Whitestone received his B.A. in Government and Politics in 1991 and his J.D. in 1998, both from George Mason University.

C. List of Major Lobbying Clients

- AABB
- Adams Memorial Foundation, Inc.
- Advanced BioHealing Inc.
- Alameda Reuse and Redevelopment Authority
- Allied Aviation Holdings Corporation
- American Academy of Otolaryngic Allergy
- American Arbitration Association
- American Chemistry Council
- American College of Cardiology
- American College of Chest Physicians
- American Forest & Paper Association
- American Resort Development Association
- American Society for Gastrointestinal Endoscopy
- American Society of Hematology
- Amscot Financial Corporation
- An Achievable Dream
- Arbitron, Inc.
- AT&T Services
- BayCare Health System
- Biotechnology Industry Organization
- Blue Cross and Blue Shield of Minnesota
- Brehm Preparatory School, Inc.
- California Manufacturing Technology Center
- Canadian National Railroad
- Center for Innovative Technology
- Central Council of Tlingit and Haida Indian Tribes
- CGI Federal
- Chenega Corporation
- Chicago Botanic Garden
- Children's Memorial Hospital
- Choctaw Nation of Oklahoma
- City and County of San Francisco
- City of Alameda, CA
- City of Atlanta, GA
- City of Austin, TX
- City of Charlotte, NC
- City of Des Moines, IA
- City of Highland Park, IL
- City of Mansfield, OH
- City of Norfolk, VA
- City of Omaha, NE
- City of Rockville, MD
- City of San Antonio, TX
- City of Santa Paula, CA
- City of Seattle, WA
- City of Tulsa, OK
- City of West Hollywood, CA
- City of West Palm Beach, FL
- City of West Sacramento, CA
- Clinical Laboratory Management Association
- Cobb County, GA
- Colorado River Indian Tribes
- Columbus Partnership
- Community Financial Services Association
- Community Streetcar Coalition
- Confederated Tribes of Coos, Lower Umpqua and Siuslaw Indians
- Cooperative of American Physicians - Mutual Protection Trust (CAP-MPT)
- Corporation for Emergency Preparedness and Response
- Council on Aging of Volusia County
- County of Placer, CA
- David Nassif Associates
- DeKalb County
- DRS Power & Control Technologies, Inc
- DuPage Medical Group
- Eaton Corporation
- Edison Materials Technology Center
- Energizer, Inc.
- EPS Corporation
- Ethisphere
- Ewiiapaayp Band of Kumeyaay Indians
- Fallbrook Technologies
- Fedcar Company LLC
- Federación Nacional de Cafeteros de Colombia
- Fidelity National Financial, Inc.
- FirstEnergy Corporation
- Florida Hospital Association
- Florida Power & Light Company
- Fortune Brands
- Genesee & Wyoming, Inc
- Georgetown Business Improvement District "d/b/a/ Georgetown Partnership"
- Georgian Bay Association Foundation
- Germanischer Lloyd AG
- Global Green USA
- God's Love We Deliver
- Grand Traverse Band of Ottawa & Chippewa Indians
- Greater Jamaica Development Corporation
- Greater Lafayette Public Transportation Corporation
- Gulf Marine Repair Corporation
- H. Lee Moffitt Cancer Center & Research Institute Hospital, Inc.
- Henry County, GA
- Hillsborough Area Regional Transit Authority
- Houlihan Smith and Company Inc.
- Hubbard Broadcasting
- Hyperion Resources, Inc.
- I.M. Systems Group, Inc.
- Illinois Institute of Technology
- Intelsat Corporation
- Intelsat General Corporation
- International Intellectual Property Inst.
- International Ship Repair & Marine Services, Inc.
- Intertribal Monitoring Association
- Interurban Transit Partnership (Grand Rapids)
- Ione Band of Miwok Indians
- JHT Holdings
- Jicarilla Apache Nation
- John Bean Technologies Corporation
- Ketchikan Indian Community Housing Authority
- Kinross Gold U.S.A., Inc.
- Las Vegas Paiute Indian Tribe
- League of California Cities
- Lennar Urban
- Los Angeles Community Development Commission
- Los Angeles Community Service Center
- Los Angeles County Office of Education

Makah Indian Tribe
Malin International Ship Repair & Drydock, Inc.
Memorial Healthcare System
Merrill-Stevens
Mescalero Apache Tribe
Metro Gold Line Foothill Extension Construction Authority
Metropolitan Atlanta Rapid Transit Authority
Metropolitan North Georgia Water Planning District
Metropolitan Washington Airports Authority
Micromedex, Inc
Mille Lacs Band of Ojibwe Indians
Minnesota Chippewa Tribe
Mirant Corporation
Mohegan Tribe of Indians of Connecticut
Montgomery College
Multnomah County, OR
National Association of Epilepsy Centers
National Association of Public Hospitals and Health Systems
National Congress of American Indians
National Disease Research Interchange
National Fisheries Institute
National Foundation for Trauma Care
National Hemophilia Foundation
National Indian Gaming Association
Native American Contractors Association
New Starts Working Group
North American Society for Pediatric Gastroenterology
Northern Illinois Local Government Public Improvements Consortium
Northern Indiana Commuter Transit District
Nuclear Age Peace Foundation
Owen Loan Servicing LLC
Patient First Air Ambulance Alliance (formerly Nonprofit Air Ambulance Alliance)
Patton Boggs LLP (on Behalf of the Office of Hawaiian Affairs)
Paulding County, GA
PCI Security Standards Council, LLC
Pellet Fuels Institute
Persu Mobility
Petersburg Indian Association
PGA Tour
Polk County
Powerspan Corp.
Praxair, Inc
Precision Medical Products
Project Frog
Pueblo of Laguna
Rail Infrastructure Management
Rapiscan Systems, Inc.
Red Lake Band of Chippewa Indians
Renaissance Lighting
Rights Working Group
Rockdale County Board of Commissioners
Rosebud Sioux Tribe
Sacramento County
Sacramento Regional Transit District
Safety Net Hospitals for Pharmaceutical Access f/k/a Public Hospital Pharmacy Co
SamTrans
San Bernardino County Superintendent of Schools
San Francisco International Airport
San Francisco State University
San Manuel Band of Serrano Mission Indians
San Mateo County
Sarasota County
Seneca Nation of Indians
SESAC, Inc.
Shakopee Mdewakanton Dakota (Sioux) Community
Shire Pharmaceuticals, Inc.
Signature Communities
Sra International, Inc.
St. Ambrose University
St. Regis Mohawk Tribe
SupplyCore
Tejon Ranch Company
TELACU
Thales Communications, Inc.
The E-Ordering Coalition
The Hartford
The Menominee Indian Tribe of Wisconsin
Thomson Reuters/Legal (formerly known as Thomson Aka West Group or Thomson/West)
Transbay Joint Powers Authority
Transportation District Commission of Hampton Roads
UAL Corporation
United Mitochondrial Disease Foundation
United States Hispanic Chamber of Commerce
UPS
VaxDesign Corporation
Verizon Corporate Resources Group
VHA, Inc.
Village of Grayslake
Village of Lake Bluff, IL
Washington Hospital Healthcare System
Washington Metropolitan Area Transit Authority
White Memorial Medical Center
YMCA of the USA

D. References

KEY CONTACTS	CONTACT PERSON	SCOPE OF SERVICES PROVIDED
<p>Montgomery Chamber of Commerce</p>	<p>Ms. Gigi Godwin Montgomery Chamber of Commerce 51 Monroe St., Suite 1609 Rockville, MD 20850 (240) 403-3508 E-mail: ggodwin@montgomerycountychamber.com</p>	<p>Legislative Fiscal Transportation Regulatory</p>
<p>Port of West Sacramento</p>	<p>Mr. Mike Luken Port Manager Port of Sacramento 1110 West Capitol Ave, 1st Floor West Sacramento, CA 95691-2717 (916) 371-8000 E-mail: mikel@cityofwestsacramento.org</p>	<p>Legislative & Executive Representation including Appropriations, Administrative, and Regulatory</p>
<p>City of West Sacramento</p>	<p>Mr. Jon Robinson Deputy City Manager City of West Sacramento 1110 West Capitol Avenue West Sacramento, CA 95691 (916) 617-4511 E-mail: jonr@cityofwestsacramento.org</p>	<p>Legislative & Executive Representation including Appropriations, Administrative, and Regulatory</p>
<p>County of Sacramento</p>	<p>Mr. Paul J. Hahn Administrator of the Municipal Services Agency County of Sacramento 700 H Street Suite 7650 Sacramento, CA 95814-1280 (916) 874-5889 Email: hahnp@sacounty.net</p>	<p>Legislative & Executive Representation including Appropriations, Administrative, Regulatory and Legal</p>
<p>County of Placer</p>	<p>Ms. Mary Herdegen Senior Management Analyst County of Placer County Administrative Center 175 Fulweiler Avenue Auburn, CA 95603 (530) 889-4093 Email: mherdege@placer.ca.gov</p>	<p>Legislative and Executive Representation, and Appropriations</p>
<p>City of West Palm Beach</p>	<p>Mr. Ed Mitchell City Manager City of West Palm Beach 200 – 2nd Street P.O. Box 3366 West Palm Beach, FL 33402 (561) 659-8025 Email: emitchel@ci.west-palm-beach.fl.us</p>	<p>Legislative and Executive Representation, Appropriations, and Legal</p>
<p>City of Charlotte</p>	<p>Mr. Boyd Cauble Office of the Mayor 600 East Fourth Street Charlotte, NC 28202 (704) 336-7245 Email: bcauble@ci.charlotte.nc.us</p>	<p>Legislative and Executive Representation, Appropriations, and Legal</p>

SECTION 3. FEE PROPOSAL

Holland & Knight is committed to providing pricing arrangements that serve the interest of our clients. To that end, we work with our clients to develop a fee arrangement that fits the scope, nature and subject matter of a project. Generally, our team undertakes legislative advocacy representations on a monthly fixed-fee basis. Such arrangements also provide our clients a measure of certainty with respect to managing annual expenses for the project and permit them to incorporate our fees into their annual budgets. Our price for federal and state representation is **\$10,000 per month** including all expenses.

SECTION 4. APPROACH AND METHODOLOGY

Our Public Policy & Regulation Practice Group works as a team and brings together a vast array of substantive, experienced lawyers and other seasoned professionals to help meet our clients' goals. Holland & Knight is one of the world's largest law firms with over 1,050 attorneys, and has significant resources to draw upon to represent clients efficiently and effectively in our nation's capital. Washington, D.C., houses our largest office with more than 160 lawyers, and our Annapolis and Bethesda offices are well established. The firm's Public Policy & Regulation Group includes more than 60 individuals, including lawyers, senior public affairs professionals and legislative assistants with prior Maryland State Government, Capitol Hill and executive branch experience.

Understanding All Aspects of Government

Governments -- local, state and federal -- serve as regulator, customer, competitor, advocate and adversary. Holland & Knight strategists and advocates understand these multifaceted government roles and work with clients to create innovative programs. We use our presence on Capitol Hill to serve as a forceful advocate for our clients before Congress. When necessary, we prepare our clients to testify before Congress; brief Members of Congress on key matters affecting our clients and their constituents; and serve as a resource for senior staff professionals handling complex issues. Our knowledge of the Maryland General Assembly and state government has provided legislative and regulatory representation of both public and private section clients. All of these activities keep our clients' voice on critical legislative issues, front and center, before federal policymakers and state officials.

We proactively engage in a dialogue with the Administration and relevant federal agencies that affect our clients' work. We assist clients with filing comments in significant federal agency proceedings, participating in technical workshops designed to evaluate solutions to pressing technical issues and working closely with agencies to ensure that officials are aware of our clients' views on critical issues.

Our Approach

The Holland & Knight team is uniquely qualified to perform legislative representation for local governments. Through a combination of policy depth and experience, political prowess, media savvy, and access to nation-wide resources, Holland & Knight is exceptionally positioned to complement the skills of the City's government relations staff and to assist Rockville across the range of infrastructure, legislative, transportation and community development matters.

In an effort to assist the City of Rockville in understanding and taking advantage of the current political climate in Washington, D.C. and Annapolis, H&K would help design and implement an overall strategy that would shape the long-term partnership we hope to establish with the City. It is important to note that while we have presented an outline of a strategy below, we envision an ongoing partnership that will operate at the very least throughout the first session of the 111th Congress and 2010 Maryland General Assembly Session; therefore, the strategy is likely to evolve and be further developed as we move forward.

Holland & Knight is committed to dedicating as much time as is necessary to support the objectives and expectations of the City of Rockville. To continue to effectively represent the City, Holland & Knight will establish a standing core team of professionals to provide seamless and integrated day-to-day support to the City with expertise in the following major categories:

- policy development, in the Maryland General Assembly and state agencies, Congress and in the Executive Branch;
- political outreach and coalition building;
- media relations.

We intend to have each member of the core Holland & Knight team regularly engaged on issues of importance to the City. Accordingly, Holland & Knight core team members will be in Annapolis, on Capitol Hill and in the offices of key state and federal agencies pursuing issues of interest to the City.

We will begin our working relationship by participating in a half-day to day-long planning session with key city staff to discuss key policy issues and advocacy goals. After the City approves the priorities, Holland & Knight will develop a strategy for implementation.

The Holland & Knight Federal Practice and Appropriations Team

The Federal Practice and Appropriations Team focuses on serving the legal and legislative needs of corporations, non-profit entities, and local, state and tribal governments. The team consists of legislative and regulatory attorneys, non-lawyer lobbyists and public relations professionals with many years of experience.

The team offers an in-depth understanding of governmental operations and political perspective with experience in our clients' substantive areas. This working knowledge ensures that insights gained from the broad perspective will be applied, while recognizing each client's unique conditions and requirements, including specific service dynamics, customer expectations, historical and technological developments, or political and regulatory constraints.

Our team combines knowledge of a wide variety of industries with experience in governmental operations. Further, our skill set provides a framework for developing effective legislative, regulatory and political strategies. These strategies emerge from our knowledge in several core disciplines common to most challenges, such as:

Strategy Development: Establishing a direction that capitalizes on immediate and long-term political opportunities, while ensuring sustainability.

Organization and Coordination: Developing the approach, processes and relationships required to bring the strategy to fruition.

Advocating Positions: Translating client needs into a strong substantive position that is understandable and defensible, and aggressively pursuing that position in the legislative process.

Implementation: Establishing a close working relationship with Executive Branch officials who must implement congressional directives and legislation, to ensure the strategy is fulfilled.

Maryland Government Relations Services

The Government Relations practice group focuses on serving the legal and legislative needs of local governments, corporations and business trade associations. The group consists of an attorney with many years of legislative, executive and lobbying experience, affording a broad range of professional services:

- **Contacts with Public Officials and Staff.** Maintaining excellent working relationships with Rockville's state representatives, key legislators and committee staff, as well as, state agency officials in the O'Malley Administration is helpful in expediting practical solutions to a variety of issues and business matters.
- **Legal Analysis and Legislative Drafting.** Analyzing the content and potential impact of bills and regulations is essential to protecting your business interests. Drafting bills and substantive amendments to proposed legislation is an added protection to ensure a beneficial outcome for our clients.
- **Preparing and Presenting Testimony before Legislative Committees.** Drafting testimony and orchestrating presentations before legislative committees is a key component to effectively delivering the client's message and maintaining the organization's credibility in a political environment.
- **Strategy Development and Lobbying.** Providing public officials with concise and clear information in a timely fashion that provides the basis for an informed decision is the essence of lobbying. Devising a strategy that incorporates the political aspects of the decision-making process is the key to success.
- **Legislative Monitoring and Updates.** Possessing an insider's knowledge of the legislative process is necessary for keeping a client accurately informed of what is happening during the legislative session.
- **Administrative Rulemaking Process.** Advising clients of actions pending before state regulatory agencies and assisting in communicating with regulatory bodies can forestall legal complications.

The Holland & Knight lawyers and professionals in Bethesda have extensive contacts through their current representations with the Montgomery County Executive and Council members, as well as the entire Montgomery County State Delegation. In addition, our team has worked extensively with the District 17 Delegation of the City of Rockville over many years, as well as the leadership of the General Assembly. Holland & Knight's governmental representation in Maryland has given their lawyers extensive understanding of municipal law, state funding and capital budget issues, transportation, public safety, and other state issues, which could have an impact on Rockville in the future.

The Holland & Knight Team has working relationships with Senator Forehand, Delegates Barve, Gilchrist and Simmons; Senator Madaleno and Delegate Feldman, the General Assembly leadership and the Chairs of the Senate and House Committees. Based upon these relationships and legislative expertise, Holland & Knight can assist the City in developing legislative priorities

for consideration by the Maryland General Assembly; work with the City staff in coordinating these priorities and legislative activities with the District 17 delegation; participate in pre-session meetings of the Mayor and Council with the state delegation; support Rockville's legislative activities in Annapolis by monitoring specific legislation of interest, hearings and voting sessions; meet with the heads of pertinent legislative committees and state leadership to advance Rockville's interests, and coordinate with Montgomery County representatives on common issues and initiatives.

The following elected officials have worked extensively with the Holland & Knight team through current representations and the experiences highlighted above:

Senator Jennie Forehand, 223 JSOB, Annapolis, MD (301-858-3134)
Major Leader Kumar Barve, 361 LHOB, Annapolis, MD (301-858-3464)
Delegate Jim Gilchrist, 221, LHOB, Annapolis, MD (301-858-3744)
Delegate Luiz Simmons, 225 LHOB, Annapolis, MD (301-858-3037)
Senator Rich Madaleno, 203 JSOB, Annapolis, MD (301-858-3634)
Delegate Brian Feldman, 223 LHOB, Annapolis, MD (301-858-3186)
Delegate Sheila Hixson, 131 HOB, Annapolis, MD (301-858-3469)
Speaker Mike Busch, 101 State House, Annapolis, MD (301-858-3800)
President Mike Miller, H-107 State House, Annapolis, MD (301-858-3700)

Providing Access to Key Decision-Makers

Our former Member of Congress and high level congressional and executive branch staff provide access to all levels of the federal government policy making and federal funding apparatus from the Speaker's office to the Chairman of the House and Senate Appropriations Committees, and from the EPA Administrator's office to the career level offices that are key to the City at DOT, DHS, HUD, DOL and DOE. This type of access will be vital in making sure Rockville's voice is heard.

Our contacts cover both sides of the aisle and can directly benefit the City. In particular, Holland & Knight team members have worked closely with Senators Cardin and Mikulski, and Representatives Van Hollen, Edwards, Hoyer, Bartlett and Cummings.

Finally, Holland & Knight works closely with nonpartisan organizations throughout the United States on behalf of our municipal clients. We will continue this practice on behalf of Rockville to increase your visibility and viability within these organizations including the U.S. Conference of Mayors and the National League of Cities.

Obtaining Federal Funds

The general steps in obtaining funding for a project are: (1) develop the theme or "angle" for the project that will make it attractive to congressional staff; (2) develop a brochure which presents the project and its hook in an attractive light; (3) brief congressional staff on the project and its merits to obtain the support of key Members of Congress and Senators; (4) work the appropriations committees in the House and the Senate to make sure the project makes it on their priority list; (5) address any concerns raised by the committees about the project; (6) ensure that the interested

members of Congress make the appropriate political contacts at the right time; (7) work through the committee markup process to ensure inclusion of the project in the appropriations bill; and (8) protect the project on the House and Senate floor and in conference.

Obviously, the process is not nearly as linear or predictable as the steps set forth above might suggest. In many cases, funding can be secured for a project in the first year. Sometimes, it takes two years of effort to obtain the federal funding commitment. Of course, it is possible that a project might be judged by Congress as not worthy of federal funding. Our experience helps us weed out these projects; we would not pursue a project that we did not think was worthy of federal financial assistance.

Below is a short listing of the different appropriations subcommittees and the types of projects they fund. As you will see throughout our response, we have obtained funding for clients in the following areas:

- **Energy and Water Development** - funds projects addressing flood control and port projects as well as energy development projects. We have been successful in obtaining funding for flood control projects, port dredging projects, and energy research projects through this subcommittee.
- **Interior and Environment** - funds water stormwater and sewage treatment projects, reclaimed water projects, and environmental research projects. Over the last 12 years, we have had strong success in achieving funding in each of the areas set forth above.
- **Transportation & Housing and Urban Development**- funds highway and mass transit projects. We have been successful in achieving earmarked funding for highway, light rail, and similar projects in this bill and the TEA-21 reauthorization bill over the last several years.
- **Agriculture** - funds rural water and economic development programs. While we have not had cause to pursue appropriations for clients under this bill, it is a good place to explore possibilities for rural communities.
- **Commerce, Justice, Science** - funds accounts covering areas such as violent crime reduction, community oriented policing services (COPS), juvenile justice, law enforcement equipment, mobile emergency communication systems, 911 infrastructure, public safety programs and many others have been included in the bill.
- **Labor & Health and Human Services** - funds local job training and other workforce demonstrations that may involve activities such as youth employment, worker retraining, welfare-to-work or re-employment efforts aimed at reducing recidivism. The Department of Health and Human Services funds health care facilities construction and renovation, which can encompass capital expenditures related to a wide variety of facilities, such as counseling centers and public clinics. The Department of Education funds a variety of educational undertakings, including distance learning activities and after-school children's programs. We have been successful in achieving earmarks for healthcare facility upgrades and vaccine funding through this bill.

- **Defense** - funds the Department of Defense which includes the Army, Navy (including Marine Corps), Air Force, Defense Agencies, and the Central Intelligence Agency. We have been successful in achieving funding for the purchase of products supplied by clients.

Earmarked Funds: A Record of Success

Obtaining earmarked funding for projects is more challenging in the current federal budget environment than in previous years. However, the Holland & Knight Federal Practice and Appropriations Team has been very successful in achieving federal funding for client projects.

We have worked closely with many corporations and governments over the past several years to obtain earmarked grant funding in each of the 12 annual federal appropriations bills for initiatives such as water infrastructure projects, health care facility upgrades, educational programs, vaccine/health care programs, and transportation projects. We have worked on wastewater and drinking water projects funded through the U.S. Environmental Protection Agency's budget, highway and mass transit projects funded through the Department of Transportation's budget, housing and economic development projects funded through the Department of Housing and Urban Development's budget, and flood control and dredging projects funded through the Army Corps of Engineers' budget.

Putting Our Experience to Work for Rockville

The size of our Washington, D.C. office and the breadth of the expertise of the professionals who practice in that office allows Holland & Knight to offer the City advisory and advocacy support in the following areas:

- procuring federal funding for priority projects of the City of Rockville both in Congress and through federal agencies and departments such as the DoD, DOE, DHS, EPA, DOT and HUD;
- monitoring legislation and Administration policy in areas of interest to Rockville;
- reporting on legislative and/or federal agency developments;
- analyzing the impact of proposed or pending legislation and Administration policy that may impact Rockville;
- preparing representatives to testify before congressional committees;
- drafting statutory or committee report language;
- preparing floor statements and colloquies to supplement a bill's legislative history;
- preparing background briefing materials to assist in lobbying efforts;
- identifying existing legislative and political coalitions which may assist in achieving Rockville's goals;

- providing legal counsel and analysis of the statutory and regulatory requirements of federal programs, and advice on the management of those programs.

Promotion of the City of Rockville

In order to be successful with the overall strategy, H&K would first begin a directed campaign to enhance the City of Rockville's general profile on Capitol Hill. H&K, in partnership with our Strategic Communications Group, can greatly assist the City in this area because many members of our team bring direct experience from Congress.

The group is composed of political and communications professionals with a wide range of public affairs experience including former press secretaries, former principals of national PR firms and former governmental officials, all of whom possess years of experience communicating with Congress, the White House, state legislatures, corporate shareholders, communities, and the media.

Our Strategic Communications Group provides our clients with public relations counsel and services working in tandem with the government affairs team to help you advance your goals. We will work with city officials to develop a message and public relations strategy for increasing awareness of the City's needs among the many layers of federal decision-makers, including those members with key committee assignments and oversight of essential programs.

SECTION 5. LEGAL VIOLATIONS AND CONFLICTS OF INTEREST

Neither Holland & Knight nor any of its staff for this engagement has been found guilty of any legal or regulatory violations relevant to the services described in our response. Nor has Holland & Knight been the subject of any non-routine investigation by a regulatory agency within the past five years.

Further, we have no current arrangements with other firms that might be recommended to do business with the City such as finder's fees or fee splitting arrangements.

Finally, Holland & Knight agrees that we will not engage in activities on behalf of the City that produce a direct or indirect financial gain for the firm, other than the agreed upon compensation, without the City's informed consent.

SECTION 6. OTHER INFORMATION**Community/Economic Development Qualifications**

Holland & Knight lawyers have substantial experience with virtually all significant community/economic development programs over the last three decades. Our clients in these areas include municipalities and local housing; community/economic development and redevelopment authorities and agencies; state housing finance agencies; for-profit and non-profit developers; mortgage bankers; life insurance companies; letter of credit providers; bond insurers; investment funds; and syndicators.

Relationships at HUD and on Capitol Hill. Our housing lawyers and lobbyists have strong relationships at the political and career levels at HUD from the Office of the Secretary and below. We also have excellent relationships with Members and professional staff on the relevant authorizing committees and appropriations committees and subcommittees on Capitol Hill.

Community and Economic Development and Infrastructure. Firm lawyers are experienced with a wide range of community and economic development programs, including HUD's Section 108 Loan Guarantee Program, the Community Development Block Grant Program, Empowerment Zones (EZ) and Enterprise Communities, and related federal, state and local economic development programs.

We regularly serve as bond counsel, and as counsel to developers, lenders, underwriters, trustees, credit enhancers and other participants, in (1) municipal bond transactions, including general obligation bonds, as well as issues for major infrastructure and community development such as airports, hospitals, convention centers and sports facilities, road improvements, water and wastewater projects, prisons, hospitals and similar facilities; (2) EZ Bonds and related finance transactions; (3) taxable and tax-exempt private activity bond transactions; (4) tax-exempt housing bond transactions, including transactions involving advance, current and default refundings under Section 103 of the Internal Revenue Code and under the HUD's Section 11(b) programs, transactions involving letters of credit, mortgage bond insurance or credit enhancement provided by Fannie Mae, Freddie Mac or FHA mortgage insurance; and (5) tax increment financing (TIF) bonds and related bonds.

Public Housing, HOPE VI and Mixed Finance. We have extensive experience resolving the legal and operational issues that arise from mixing multiple subsidy programs and financing sources having represented government agencies and local housing authorities; nonprofit corporations purchasing public housing projects; and underwriters issuing bonds to fund the acquisition and redevelopment of public housing projects in responding to HOPE VI Notices of Funding Availability (NOFAs) issued by HUD.

We serve as special counsel to a number of housing authorities in connection with development and implementation of innovative housing programs such as project-basing of Section 8 certificates; Section 8 homeownership assistance; and mixed finance under 24 CFR Part 941.

Housing & Community Development Bond Finance. H&K is listed in *The Bond Buyer's Municipal Marketplace* (commonly referred to as the "Red Book"), our opinion as bond and special tax counsel is accepted nationally and our attorneys have participated in hundreds of housing bond issues.

HUD Audits, Suspension and Debarments and Other Enforcement Actions. H&K lawyers, including several former federal prosecutors, represent developers, lenders and other private parties, as well as local governmental agencies, facing administrative, civil and criminal proceedings brought by HUD's Inspector General, the Justice Department and/or United States Attorneys, including actions involving HUD claims for recoupment of CDBG funds; HUD denial of Previous Participation Clearance; HUD limited denials of participation (LDPs), suspensions and debarments; mortgagee review board actions; alleged "equity skimming," audits and investigations; and alleged false certifications.

HUD Section 8 Housing Assistance Programs and Mark-to-Market. Firm lawyers are familiar with all facets of HUD's Section 8 rental assistance programs, including expiration, termination, renewal and modification of Section 8 Housing Assistance Payments Contracts. We are also experienced with the Multifamily Assisted Housing Reform and Affordability Act of 1997 (MAHRAA), which made permanent a "mark-to-market" program intended to reduce above market Section 8 rents on projects with FHA-insured and HUD-held multifamily loans to "comparable market rent levels."

Military Housing Privatization. H&K lawyers are at the forefront of efforts by the DoD to form public-private partnerships and create other innovative arrangements with private developers/managers and lending institutions to renovate and construct on-base and off-base military housing under DoD's Private Military Housing Initiative (MHPI). The 1996 legislation permits DoD to make direct loans, insure or guarantee loans, provide rental support, invest in non-governmental housing providers, convey or grant long-term leases of federal property, and take other innovative actions in order to renovate existing military housing and build additional units. As principal counsel to Ernst & Young, DoD's financing adviser, H&K is involved in helping to formulate policy, create financing vehicles, as well as structuring transactions and drafting transaction documents.

Environmental, Brownfields and Lead-Based Paint. We represent clients at the federal, regional, state and local levels in almost every aspect of environmental matters, including regulation, compliance, permitting, enforcement, environmental risk assessment, contracting for environmental consultants, obtaining and reviewing environmental insurance, abatement and Brownfields projects. Of special interest to those in the housing industry, Holland & Knight has represented parties in matters involving alleged violations of various lead-based paint requirements and has secured federal funding for several groups working to educate the public about lead-based paint.

Proven Track Record of Success

Housing & Community Development

- Part of a team that was successful in securing a \$35 million HOPE VI grant for the D.C. Housing Authority.
- Secured a \$5 million Section 108 grant for Pan American World Airways through the City of Miami.
- Secured a \$500,000 loan/grant under 24 CFR 941 for Kingston Housing Authority, New York.

Community Service

- Obtained \$2 million for West Palm Beach to add trolley buses to its fleet.
- Obtained \$4 million to assist ClearCorps in helping communities at highest risk for lead poison problems.
- Secured \$3 million to help Nassau County, New York with renovation of one of Long Island's most vital emergency rooms.

Economic Development

- Secured \$800,000 for the Port of Cleveland to use in the planning stages of a project to provide ferry service from Cleveland, Ohio across Lake Erie to Canada.
- Obtained \$600,000 for inventive economic development and infrastructure improvements in Largo, Florida.
- Obtained significant rights for the San Manuel Band of Mission Indians to own and develop land at Norton Air Force Base.

Our Environmental Law Practice

Holland & Knight's environmental lawyers have also had substantial experience in negotiating real estate transactions involving contaminated property and in developing the contractual mechanisms needed to meet the needs of the seller, buyer or lender in a specific transaction. Likewise, our attorneys have a broad background in advising energy and water law clients in all manner of environmental permitting. This work includes dealing with environmental indemnification agreements, releases and voluntary remediation agreements. Our lawyers work regularly with outside environmental consultants and know how to put together a knowledgeable team to deal with whatever type of environmental matter the City may be faced with.

Relationships at Federal Agencies. The H&K team has strong relationships at EPA, the Army Corps Engineers and the Bureau of Reclamation to assist Rockville funding and regulatory issues involved in environmental quality projects.

Regulatory Experience. Holland & Knight attorneys have also had very extensive experience under traditional environmental programs, including the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA or Superfund), the Resource Conservation and Recovery Act (RCRA), the Clean Water Act (CWA), the Clean Air Act (CAA), and AHERA. They have counseled lenders, developers, corporations, and municipalities about potential liability under these programs, including the "innocent purchaser" defense, successor liability, lender liability, cost allocation, indemnification, contribution protection, and similar issues. Holland & Knight attorneys pride themselves on remaining current on recent developments of a legislative, regulatory and judicial nature relating to these issues.

Real Estate. The mere specter of environmental contamination can cause real estate transactions to fail or be substantially delayed. Recognizing that time is money, and that real estate transactions will not wait lengthy periods of time for the environmental issues to be resolved, Holland & Knight lawyers have developed creative approaches for dealing with these issues. For example, our attorneys have participated in the development of, and have had hands-on experience with, innovative strategies for dealing with slightly contaminated commercial or industrial properties, including risk-based corrective action and brownfields grants programs. They have also helped several clients obtain Certificates of Completion of Remediation, and No Further Action letters, which protect the participant from future enforcement action, under several state voluntary cleanup programs.

Environmental Counseling. Holland & Knight lawyers have substantial experience counseling clients in all aspects of environmental law. The areas of greatest interest to members of the real estate community include the following:

- underground storage tanks, including upgrade requirements, property transfer requirements, release notification requirements, and corrective action requirements;
- asbestos, including Clean Air Act notification requirements, EPA's "Green Book" and "Purple Book" requirements, OSHA requirements, and development of asbestos removal specifications;

- PCBs, including EPA's PCB Spill Cleanup Policy;
- CERCLA/Superfund, including who constitutes a potentially responsible party ("PRP"), the "innocent purchaser defense," cost recovery and allocation issues, and natural resources damages;
- Resource Conservation and Recovery Act, including generator requirements, treatment, storage and disposal facility ("TSDF") permitting requirements, and corrective action complete requirements;
- radon, mold and indoor air issues;
- Wetlands, including delineation, mitigation, and permitting requirements.

Brownfields - Long before Congress and EPA jumped onto the brownfields bandwagon, Holland & Knight was helping to spearhead the movement. Today, Holland & Knight's brownfields team assists real estate developers, municipalities, corporations, railroads and utilities to transform contaminated lands into economically productive, environmentally safe projects that help communities grow.

Holland & Knight's Brownfields Initiative is headed by Amy L. Edwards, a partner in the firm's Washington, D.C. office who is widely recognized for her work in the environmental aspects of real estate transfers and corporate transactions, including brownfields issues, risk-based corrective action, compliance auditing, and ISO 14000.

Holland & Knight uses skilled teams of lawyers and other professionals knowledgeable in every aspect of brownfields redevelopment— environmental, transactional, legislative, grants, local government, consulting and transportation — in order to provide clients with:

- an extensive network of contacts, including national brownfields redevelopers; federal, state and local governmental officials; consultants; and lenders;
- up-to-the-minute analysis of changing federal and state voluntary cleanup requirements, including site characterization, risk assessment and certificate of completion/no further action aspects of the law;
- regulatory and risk-management tools to quantify environmental risks and structure transactions in ways that minimize potential environmental liabilities;
- substantial skill in federal, state and local financial incentives, including EPA grants, state grants and evolving environmental insurance products;
- nationally recognized work in risk-based decision-making and "deed restriction" issues;
- wide-ranging experience under traditional environmental programs, including Superfund, the Resource Conservation and Recovery Act (RCRA), the Clean Water Act (CWA), the Clean Air Act (CAA) and others.

In addition to participating in a variety of committees charged with developing industry standards for brownfields site redevelopment, Holland & Knight lawyers write and lecture extensively about brownfields issues, appearing before organizations such as the American Bar Association, NACORE, the Environmental Corporate Counsel Institute, RTM, the International City/County Management Association, the Interstate Council on Water Policy, and International Business Communications.

Proven Track Record of Success

Environment

- Secured \$1.5 million for Consortium for Plant Biotechnology Research.
- Represented a municipal government and its \$500 million waste-to-energy facility.
- Obtained \$12 million for the cleanup and redevelopment of an industrial site in Warren County, Virginia.

Water

- Secured over \$50 million for Florida Water Management Districts in the last five years.
- Secured \$3.2 million for Jicarilla Nation's design work and construction of its municipal water system.
- Secured \$1.9 million for the permitting and planning of a regional reservoir for Paulding County, Georgia.

Our Transportation Practice

The firm also has a comprehensive expertise in transportation law, with more than 25 lawyers firmwide who serve clients in significant matters in the various facets of the transportation industry. H&K's Transportation Practice Group includes lawyers who have held substantial positions with federal, state and local governments, with transportation agencies and in private sector transportation companies. The combined experience of our Transportation Practice Group, as supported by other Holland & Knight lawyers, includes not only involvement in federal authorizations, appropriations and grants, but also extensive experience in areas such as project finance, regulatory matters, environmental issues, procurement matters, construction matters, labor and employment issues, litigation and real estate. Many team members have memberships with the American Public Transportation Association.

Public Transportation. We have a deep and long-standing commitment to and participation in the public transportation industry. We represent or have provided legal services to departments of transportation, transit agencies, commuter railroads, public authorities and governmental agencies. We have an equally vibrant and substantial practice assisting private sector companies, including investment bankers and other investors, planning consultants and engineers, developers, contractors, operation and maintenance companies, transit and bus operators and material and equipment suppliers in their dealings with the public transportation sector and each other.

Highways. Holland & Knight lawyers have been involved in various facets of highway development, financing and construction for both tolled and non-tolled roads, bridges and tunnels. Some of them have been previously employed by highway departments and toll agencies. Recently, Holland & Knight was designated national counsel by a state transportation department in connection with the development and financing of a new toll road.

High Speed Ground Transportation. H&K has played prominent roles in the first two high-speed rail projects in the United States. On behalf of one, we drafted and then helped administer the design-build contract for the electrification of the Northeast Corridor, the prelude to development of high-speed service from Washington, D.C., to Boston. We provided assistance to that same client on certain real estate and other aspects of that project as well.

Our Public Safety and Homeland Security Qualifications

On November 25, 2002, President Bush signed the Homeland Security Act of 2002, ending more than a year of debate over what shape the federal government should take in the new post-September 11th world. His signature not only brought a conclusion to the debate, but it also set in motion the largest reorganization of the United States government in more than half a century.

In addition to the wholesale reorganization of the federal government, the terrorists attacks against America on September 11, 2001, have also compelled state and local governments and the business community to confront these heretofore unforeseen or appreciated threats and circumstances.

Whether a local government or business seeks to ensure the safety and security of its own property and its people, or wants to ensure full compliance with new federal laws and regulations, or needs to make policymakers aware of additional needs, the Holland & Knight team can help.

As one of the largest firms in the country offering federal representation services, Holland & Knight is uniquely qualified to assist its clients as Congress continues to focus on homeland security as one of its top priorities.

In seeking representation on homeland security issues, some will assume that government affairs firms who have focused on the Department of Defense and national security matters would possess the experience and contacts best suited for meeting their homeland security needs. While Holland & Knight boasts a strong national defense practice, the reality is that none of the 22 agencies being merged to create the Department of Homeland Security come from within the Department of Defense.

Prior to September 11, 2001, the phrase "homeland security" was rarely spoken in the corridors of power in the nation's capital. Today, the words "homeland security" permeate nearly every major policy and political conversation. The Department of Homeland Security may be new, but our experience, background and contacts related to the department are well-established and far-reaching.

The Homeland Security grant process is an evolving one. Although those seeking First Responder grants are supposed to find "one-stop shopping" at the Office of Domestic Preparedness (ODP) at the Department of Homeland Security (DHS), the reality is that the process is often confusing.

Prior to passage of legislation creating of DHS, various offices at the Department of Justice (DOJ), the Federal Emergency Management Agency (FEMA), and the Department of Health and Human Services (HHS) managed federal grant programs for local and state First Responders such as firefighters, police, and emergency medical personnel. With the exception of the HHS grant programs, the Homeland Security Act of 2002 shifted this responsibility to ODP within DHS. While legally part of DHS, until the transition is complete, these programs will continue to be de facto administered by DOJ and FEMA.

In addition to this confusion at DHS, Congress is constantly changing the grant programs themselves. In the Fiscal Year 04 Homeland Security appropriations bill, several new grant programs were created and important changes were made to the existing grant programs. There are also several homeland security bills currently pending on both sides of the Capitol that will recalibrate the criteria for distributing grant money to states and localities. In general, there is a trend towards sending more money to "high risk" urban areas, but high risk can be defined many different ways. Also, because several large cities feel slighted by their respective states, there is strong sentiment in Congress to provide grants directly to the local governments. As these changes are made, it is important to have a voice in the dialogue because the decisions Congress makes will have a profound impact on the amount of funding local governments receive. Holland & Knight can provide valuable insight into developments in homeland security on Capitol Hill and can provide access to those making the decisions.